

**Presentment Date and Time: January 2, 2013 at 12:00 p.m. (ET)**

**Objection Deadline: December 26, 2012 at 4:00 p.m. (ET)**

PACHULSKI STANG ZIEHL & JONES LLP

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*Proposed Co-Counsel for the  
Official Committee of Unsecured Creditors  
of Residential Capital, LLC, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**AMENDED APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ORDER AUTHORIZING AND APPROVING  
THE RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP  
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS *NUNC PRO TUNC* TO SEPTEMBER 19, 2012**

TO THE HONORABLE MARTIN GLENN,  
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby applies for entry of an order (the “Application”),<sup>1</sup> pursuant to section 328 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules of the

<sup>1</sup> This Application amends and supercedes the Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 19, 2012 [Docket No. 2178] (the “Original Application”) filed on November 14, 2012.

Southern District of New York (the “Local Bankruptcy Rules”), in substantially the form attached hereto as Exhibit B, authorizing it to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), as co-counsel for the Committee in connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) *nunc pro tunc* to September 19, 2012. In support of this Application, the Committee relies on the Declaration of Robert J. Feinstein (the “Feinstein Declaration”), attached hereto as Exhibit A, and respectfully represents as follows:

### **Jurisdiction and Venue**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 327, 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rule 2014-1.

### **Background**

4. On May 14, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On June 18, 2012, the Court directed the United States Trustee to appoint an examiner in these Chapter 11 Cases.

5. On May 16, 2012, the United States Trustee for the Southern District of New York (the “United States Trustee”), pursuant to section 1102 of the Bankruptcy Code,

appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases. The United States Trustee selected the following nine parties to serve as members of the Committee: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Corporation.

6. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its bankruptcy counsel. By Order dated July 16, 2012, the Court approved the Committee’s retention of Kramer Levin as its bankruptcy counsel *nunc pro tunc* to May 16, 2012 [Docket No. 778].

7. At a meeting of the Committee held on September 19, 2012, the Committee voted to retain PSZJ as its co-counsel.

#### **Relief Requested**

8. By this Application, the Committee seeks to employ and retain PSZJ as its co-counsel, *nunc pro tunc* to September 19, 2012, the date the Committee first requested PSZJ to perform services in connection with these Chapter 11 Cases.

#### **Basis for Relief Requested**

9. The Committee seeks to retain PSZJ as its co-counsel because of (i) PSZJ’s extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code, (ii) PSZJ’s expertise, experience and knowledge practicing before this Court, and (iii) PSZJ’s ability to represent the Committee in specialized matters more efficiently performed by PSZJ at the request of the

Committee or that are not appropriately handled by Kramer Levin because of actual or potential conflicts of interest.

10. PSZJ has expertise and experience in supplementing the work of main counsel in the case without any unnecessary duplication of effort. Thus the professionals at PSZJ are well-positioned to provide any necessary legal services in a complementary, non-duplicative manner.

11. Given the size and complexity of these Chapter 11 Cases, the Committee believes that its retention of PSZJ for the services set forth below will enable the Committee and estates to benefit from PSZJ's handling special projects and those matters where Kramer Levin has an actual or potential conflict of interest. The expected result is that rather than shadow Kramer Levin's work, PSZJ will perform its specialized tasks, as requested by the Committee, and such services that are expected to address the need of keeping PSZJ up to speed. Therefore, PSZJ will be able to remain involved in the cases without duplicating the work of main counsel.

12. The Committee understands that PSZJ will seek compensation from the Debtors' estates at its regular hourly rates for attorneys and paraprofessionals, and reimbursement of expenses incurred on the Committee's behalf, subject to prior Court approval after notice and a hearing.

13. The Committee submits that it is necessary to employ PSZJ as co-counsel to ensure that the interests of the Committee are adequately represented in an efficient and effective manner. The Committee believes that, in light of PSZJ's familiarity with the facts of these Chapter 11 Cases, as well as its understanding and knowledge of the Debtors' business and

restructuring issues, and its experience before this Court, PSZJ is well suited to provide legal services to the Committee.

14. As set forth in the Feinstein Declaration PSZJ has indicated a willingness to act as co-counsel on the Committee's behalf, in accordance with the terms of this Application.

15. Since the Committee, subject to approval by the Court, retained the services of PSZJ on September 19, 2012, and PSZJ immediately began to provide services to the Committee at that time, the Committee requests that any order entered authorizing such retention be effective as of September 19, 2012.

#### **Services to Be Provided**

16. PSZJ is expected to: (a) perform services on bankruptcy-related matters which involve negotiations, contested hearings, adversary proceedings, or other matters in which the Committee is prosecuting a position that Kramer Levin determines may cause an actual or potential conflict of interest; and (b) represent the Committee on matters that can be efficiently handled by the PSZJ as determined by Kramer Levin in consultation with the Committee, which shall consist of matters that pertain to only the following items:

- i. Such investigation, if any, as the Committee may desire concerning, among other things, the assets, liabilities, financial condition and operating issues concerning the Debtors that may be relevant to these Chapter 11 Cases;
- ii. The prosecution of any claims brought by the Committee on behalf of the Debtors, including, without limitation, those claims described in the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing It to Prosecute and Settle Certain Claims on Behalf of the Debtors' Estate [Docket No. 1546] to the extent such motion is allowed by the Court;
- iii. Review and analysis of certain aspects of the contemplated sale of the Debtors' mortgage origination and servicing platform and

portfolio of non-conforming held-for-sale loans and certain other securities/mortgage assets.

- iv. Such communication with the Committee's constituents and others as the Committee may consider desirable in furtherance of its responsibilities; and
- v. The preparation on behalf of the Committee of necessary applications, motions, memoranda, orders, reports and other legal papers in furtherance of its responsibilities;
- vi. Appearances in Court, participation in litigation as a party in interest, and at statutory meetings of creditors to represent the interests of the Committee in furtherance of its responsibilities; and
- vii. Any other matters assigned to PSZJ by Kramer Levin in consultation with the Committee.

17. If Kramer Levin determines that the Committee is prosecuting a position that may cause an actual or potential conflict of interest, Kramer Levin shall notify PSZJ of its determination. For the avoidance of doubt, the determination to have PSZJ handle certain matters arising in these Chapter 11 Cases shall not constitute a determination that Kramer Levin has a conflict of interest on such matters.

18. The Committee is very mindful of the need to avoid duplication of services, and appropriate procedures will be implemented to ensure that there is no unnecessary or duplicative work done by PSZJ.

### **Professional Compensation**

19. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The Firm will charge its usual and customary hourly rates. The Firm's billing rates range as follows:

Partners: \$575 to \$975

Counsel: \$450 to \$745

Associates \$395 to \$525

Legal Assistants \$185 to \$265

20. The principal attorneys presently designated to represent the Committee and their current standard hourly rates are:

i.	Robert J. Feinstein	\$955.00 per hour
ii.	Dean A. Ziehl	\$955.00 per hour
iii.	Alan J. Kornfeld	\$860.00 per hour
iv.	Debra Grassgreen	\$855.00 per hour
v.	John A. Morris	\$815.00 per hour
vi.	Maria A. Bove	\$645.00 per hour

21. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

22. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.<sup>2</sup>

23. It is PSZJ's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include,

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<sup>2</sup> These rates are subject to periodic adjustments to reflect economic and other conditions. Prior to any increases in the rates set forth herein, PSZJ shall file a supplemental declaration with the Court and give ten (10) business days' notice to the Debtors, the United States Trustee and the Committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the Committee has received notice of and approved the proposed rate increase.

among other things, telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZJ to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime.

### **Disinterestedness of Professionals**

24. To the best of the Committee’s knowledge, except as stated in the Feinstein Declaration, PSZJ does not hold or represent an interest that is adverse to the Committee and the Debtors’ estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors herein, their creditors or any party in interest herein in the matters upon which PSZJ is to be retained. Therefore, to the best of the Committee’s knowledge, except as stated in the Feinstein Declaration, PSZJ is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

25. PSZJ represents many committees in other bankruptcy cases, the members of which (together with other creditors of these cases) may be creditors of the Debtors. However, PSZJ will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

### **Notice**

26. In accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 20002(m) and 9008 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket



No. 141] (the “Case Management Order”), notice of this Application has been given to all parties listed on the Monthly Service List (as defined in the Case Management Order). Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no other or further notice need be given.

**Prior Request**

27. As set forth above, this Application amends the Original Application filed by the Committee on November 14, 2012, seeking the relief requested herein. *See supra*, n. 1.

WHEREFORE, the Committee requests that the Court enter an Order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Committee to employ and retain PSZJ as its co-counsel, *nunc pro tunc* to September 19, 2012, (ii) authorizing the payment and reimbursement of PSZJ’s fees and disbursements, subject to interim and final allowance thereof in accordance with sections 330 and 331 of the Bankruptcy Code or as otherwise ordered by the Court, and (iii) granting such other and further relief as may be just and proper.

Dated: New York, New York  
December 19, 2012

**THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF RESIDENTIAL  
CAPITAL, LLC, et al.**

By: /s/ John S. Dubel  
John S. Dubel, Chief Executive Officer  
Financial Guaranty Insurance Company

Co-Chair, Official Committee of Unsecured Creditors of  
Residential Capital, LLC, et al.

**EXHIBIT A**  
**(Feinstein Declaration)**

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*Proposed Co-Counsel for the  
Official Committee of Unsecured Creditors  
of Residential Capital, LLC, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF ROBERT J. FEINSTEIN IN SUPPORT OF AMENDED  
APPLICATION FOR ORDER AUTHORIZING AND APPROVING RETENTION  
OF PACHULSKI STANG ZIEHL & JONES LLP AS CO-COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO SEPTEMBER 19, 2012**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure,

ROBERT J. FEINSTEIN, ESQ., declares:

1. I am a member of the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), and maintain an office at 780 Third Avenue, 36th Floor, New York, New York 10017-2024. I am duly admitted to practice law in the State of New York, the United States District Courts for the Southern, Eastern, Northern, and Western Districts of New York, and the United States Court of Appeals for the Second, Fourth and Sixth Circuits. I make this

Declaration in support of the amended application dated December 7, 2012 (the “Application”)<sup>1</sup> of the Official Committee of Unsecured Creditors appointed in the Chapter 11 Cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) seeking entry of an order, substantially in the form attached to the Application as Exhibit B, authorizing the retention of PSZJ as co-counsel to the Committee in accordance with sections 328 and 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and to provide the disclosure required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

2. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties-in-interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon PSZJ’s completion of further analysis or as additional information regarding creditors and other parties in interest becomes available, one or more supplemental declarations will be submitted to the Court reflecting the same.

4. PSZJ has expertise and experience in supplementing the work of lead counsel in the case without any unnecessary duplication of effort and, indeed, has previously

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings and definitions ascribed to such terms in the Application.

worked closely with Kramer Levin. Thus, the professionals at PSZJ are already well acquainted with the personnel, practices and procedures of Kramer Levin, and are well-positioned to provide any necessary legal services in a complementary, non-duplicative manner.

5. Given the size and complexity of these Chapter 11 Cases, I believe that the Committee's retention of PSZJ for the services set forth in the Application will enable the Committee and estates to benefit from the Firm handling special projects and those matters where Kramer Levin has an actual or potential conflict of interest. The expected result is that rather than shadow Kramer Levin's work, PSZJ will perform its specialized tasks, as requested by the Committee, and such services that are expected to address the need of keeping PSZJ up to speed. Therefore, PSZJ will be able to remain involved in the case without duplicating the work of main counsel.

6. In connection with this proposed retention, the Firm obtained from the retention application filed by the Debtors' counsel a comprehensive list of entities (the "Contact Parties") who may have contacts with the Debtors (the "Retention Checklist"), a copy of which is attached hereto as Exhibit 1. According to the Retention Checklist, the Contact Parties include, but are not limited to: (a) the Debtors and their subsidiaries; (b) the Debtors' foreign subsidiaries; (c) the Debtors' officers and directors; (d) parties to funding agreements with the Debtors; (e) the Debtors' bondholders; (f) the Debtors' landlords and tenants; (g) parties to litigation with the Debtors; (h) judges of the United States Bankruptcy Court for the Southern District of New York and district court judges in New York; (i) attorneys for the Office of the United States Trustee for the Southern District of New York; (j) the Debtors' depository banks; (k) the Debtors' consultants and professionals and professionals retained by other significant

non-Debtor parties in interest; (l) HELOC investors in the Debtors; (m) counterparties to servicing agreements with the Debtors; (n) significant utility providers to the Debtors; and (o) the Debtors' 50 largest unsecured creditors.

7. Section 1103(b) of the Bankruptcy Code does not incorporate the general "disinterestedness" standard of section 327(a) of the Bankruptcy Code. However, Rule 2014 requires that an application for employment under Section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows.

8. The Firm has made the following investigation of disinterestedness prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of the parties identified on the Retention Checklist.

9. Based on the results of the database, it appears that PSZJ does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtors herein, their creditors, the United States Trustee or any party in interest herein in the matters upon which PSZJ is to be retained, and is a "disinterested person" within

the meaning of section 101(14) of the Bankruptcy Code, subject to the following material disclosures:

- i. Aegis Mortgage Corporation (“Aegis”). Aegis is listed on the Retention Checklist as a counterparty to servicing agreements. PSZJ represents Aegis as a post-effective date reorganized debtor. Previously, Aegis was adverse to Residential Funding Company LLC f/ka/ Residential Funding Corporation (“RFC”). Aegis and RFC entered into a settlement stipulation (the “RFC Stipulation”) pursuant to which the warehouse lenders’ claim asserted by RFC was resolved and withdrawn except for certain claims based on Aegis’ repurchase obligations to RFC, which stipulation was approved by the Aegis bankruptcy court on August 12, 2009. There are no pending disputes between Aegis and the Debtors. Fees collected from the representation of Aegis constituted less than 1% of PSZJ’s revenues the in the past year. PSZJ will not represent the Committee in any matter adverse to Aegis, but is advised that the Committee’s lead counsel is able to handle any such matter. PSZJ believes its representation of Aegis has not and will not affect its representation of the Committee in these Chapter 11 Cases.
- ii. American Residential Equities, LLC (“ARE LLC”) and American Residential Equities XXVII, LLC are listed on the Retention Checklist as counterparties to service agreements with the Debtors. PSZJ represented ARE LLC in connection with the assertion of contract and tort claims set forth an adversary complaint filed on November 9, 2012 against debtor GMAC Mortgage LLC and a non-debtor third party. PSZJ’s representation of ARE LLC ceased on December 19, 2012, when Saul Ewing LLP was substituted as counsel for ARE LLC in the aforementioned adversary proceeding. ARE LLC’s engagement letter with PSZJ included a conflict waiver providing that PSZJ may represent, in any unrelated matter, any party adverse to ARE LLC or any of their affiliated entities; that PSZJ’s engagement in any such case will not create a potential or actual conflict of interest; and that notwithstanding ARE LLC’s interest in those matters, without further notice to or consent by ARE LLC, PSZY may undertake adverse representation in unrelated matters, provided that the confidentiality of ARE LLC’s confidential client information, if any, is preserved. During the brief period when PSZJ was rendering services to both ARE LLC and the Committee, PSZJ used separate attorneys for each engagement. PSZJ established an ethical wall between such attorneys immediately upon being engaged by the Committee. PSZJ will not represent the Committee in any matter adverse to

ARE LLC, but is advised that the Committee's lead counsel is able to handle any such matters. Fees collected from the representation of ARE LLC constituted less than 1% of PSZJ's revenues the in the past year. PSZJ believes its representation of ARE LLC has not and will not affect its representation of the Committee in these Chapter 11 Cases.

iii. Cerberus Capital Management, L.P., Cerberus FIM Investors LLC and Cerberus FIM, LLC, affiliates of Cerberus Partners, LLP (collectively, "Cerberus"), are listed as a Rule 2004 Motion Parties on the Retention Checklist. PSZJ currently represents or has represented certain companies in which Cerberus or one of its affiliates owned a majority equity interest in connection with their chapter 11 cases, in matters wholly unrelated to the Debtors' chapter 11 cases, including Aegis, G&G Retail, Inc., Global Home Products, Inc., Global Motorsport Group, Inc., Western Nonwovens, Inc. and Wise Manufacturing. Additionally, PZSJ represented Ableco Finance LLP, an affiliate of Cerberus, in the Anchor Blue Holding Corp. and DSI Holdings, Inc. chapter 11 cases, both of which were wholly unrelated to the Debtors' chapter 11 cases and such representations have been concluded. Fees collected from Cerberus and affiliates constituted less than 1% of PSZJ's revenues in the past year. PSZJ will not represent the Committee in any matter adverse to Cerberus, but is advised that the Committee's lead counsel is able to handle any such matters. PSZJ believes its representation of Cerberus has not and will not affect its representation of the Committee in these Chapter 11 Cases.

iv. Lehman Brothers. Lehman Brothers Bank, FSB, Lehman Brothers Holdings, Inc. and Lehman Capital are listed on the Retention Checklist as counterparties to servicing agreements and a top 50 creditor. PSZJ currently represents as special counsel certain affiliates of Lehman Brothers Holdings, Inc., specifically Lehman Commercial Paper Inc., Lehman ALI, Inc., Northlake Holdings LLC, OVC Holdings LLC and LV Pacific Point LLC (collectively, the "Lehman Entities"), as creditors with respect to matters arising in and otherwise related to the chapter 11 cases of Palmdale Hills Property, LLC, *et al.* (the "SunCal Cases"), which are pending in the Bankruptcy Court for the Central District of California, Santa Ana under jointly administered Case No. 08-17206-ES. The SunCal Cases are wholly unrelated to these Chapter 11 Cases. Fees collected from the representation of the Lehman Entities constituted approximately 4% of PSZJ's revenues during the prior year. In light of this disclosure, PSZJ will not represent the Committee in any matter adverse to the Lehman Entities, but is



advised that the Committee's lead counsel is able to handle any such matter.

- v. People's Choice Liquidating Trust. The Firm is co-counsel to the Liquidating Trust of People's Choice Home Loan, Inc., the Liquidating Trust of People's Choice Funding, Inc. and the Liquidating Trust of People's Choice Financial Corporation (collectively, the "People's Choice Trusts"), liquidating trusts formed pursuant to the plan of liquidation (the "Liquidation Plan") confirmed in the chapter 11 case (the "PCHLI Bankruptcy Cases") of People's Choice Home Loan, Inc. ("PCHLI") and its debtor affiliates. RFC, a Debtor entity, is a member of the Post-Effective Date Committee of the People's Choice Trusts under the Liquidation Plan. PSZJ represents the People's Choice Trusts in connection with "repurchase" and "warehouse claims" of RFC and Homecomings Financial LLC ("Homecomings") filed against PCHLI and certain affiliates. Settlements have been reached and documented on the RFC warehouse and repurchase claims subject to court approval of the bankruptcy court in the PCHLI Bankruptcy Cases and the instant Chapter 11 Cases. A settlement has also been reached on Homecomings' repurchase claim against PCHLI that is currently being documented. PSZJ will not represent the Committee in any matter adverse to the People's Choice Trusts, but is advised that the Committee's lead counsel is able to handle any such matter and the only matters the Firm is aware of are the RFC and Homecomings claims and settlements described herein. PSZJ may undertake adverse representation in unrelated matters. Fees collected from the representation of the People's Choice Trusts constituted less than 1% of PSZJ's revenues in the past year. PSZJ will not represent the Committee in any matter adverse to the Trusts, but is advised that the Committee's lead counsel is able to handle any such matter.
- vi. Wells Fargo Bank, N.A. and certain affiliated entities (collectively, the "Wells Fargo Entities") are listed on the Retention Checklist as (i) a party to a funding agreement, (ii) HELOC investor, (iii) trustee to certain of the Debtors' debt facilities and (iv) a top 50 creditor. In a matter wholly unrelated to these Chapter 11 Cases, PSZJ currently serves as Delaware co-counsel to Wells Fargo Capital Finance, LLC ("WFCF"), an affiliate of the Wells Fargo Entities, in its capacity as administrative agent and co-collateral agent for DIP financing lenders to chapter 11 debtors WP Steel Venture LLC, et. al., pursuant to a written engagement letter in which WFCF agreed to a conflict waiver providing that PSZJ may represent, in any unrelated matter, any party adverse to WFCF or any of its affiliated entities; that PSZJ's engagement in that case will not create a potential or actual conflict of interest; and that

PSZJ may undertake adverse representation in unrelated matters, notwithstanding WFCF's interest in those matters, without further notice to or consent by WFCF, provided that the confidentiality of WFCF's confidential client information, if any, is preserved. PSZJ may undertake adverse representation in unrelated matters. Fees collected from the representation of WFCF constituted less than 1% of PSZJ's revenues the in the past year. PSZJ believes that its representation of WFCF has not and will not affect its representation of the Committee in these Chapter 11 Cases, and that it can be adverse to the Wells Entities, if necessary.

- vii. Morgan Stanley & Co. LLC and certain affiliated entities (collectively, "Morgan Stanley") are listed on the Retention Checklist as (i) counterparties to service agreements, and (ii) bondholders. In a matter wholly unrelated to these Chapter 11 Cases, PSZJ currently serves as Delaware co-counsel to Morgan Stanley Senior Funding, Inc. ("MSSF"), as Administrative Agent to certain term loan lenders to chapter 11 debtors Vertis Holdings, Inc. et al., pursuant to a written engagement letter in which MSSF agreed to a conflict waiver providing that PSZJ may represent, in any unrelated matter, any party adverse to MSSF or any of its affiliated entities; that PSZJ's engagement in that case will not create a potential or actual conflict of interest; and that PSZJ may undertake adverse representation in unrelated matters, notwithstanding MSSF's interest in those matters, without further notice to or consent by MSSF, provided that the confidentiality of MSSF's confidential client information, if any, is preserved. PSZJ may undertake adverse representation in unrelated matters. Fees collected from the representation of Morgan Stanley constituted less than 1% of PSZJ's revenues in the past year. PSZJ believes that its representation of MSSF has not and will not affect its representation of the Committee in these Chapter 11 Cases, and that it can be adverse to Morgan Stanley, if necessary.

10. PSZJ represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these Chapter 11 Cases, whose members may be creditors and/or committee members in these Chapter 11 Cases. The Firm, however, is not representing any of those entities in these Chapter 11 Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

11. PSZJ and certain of its partners, of counsel and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these Chapter 11 Cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

12. Further, as part of its practice, PSZJ appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' Chapter 11 Cases. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Chapter 11 Cases wherein one or more of the aforementioned firms serve or will serve as professionals.

13. PSZJ is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- i. are not creditors, equity security holders or insiders of the Debtors;
- ii. are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors;
- iii. are not and were not, within three (3) years before the Petition Date, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;
- iv. do not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

14. The Firm has received neither a retainer, nor any payment or promise of payment, from the Debtors or the Committee during the one-year period prior to the Petition Date. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these Chapter 11 Cases. No promises have been received by the Firm or by any partners, of counsel or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee

15. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The Firm will charge its usual and customary hourly rates. The Firm's billing rates range as follows:

Partners: \$575 to \$975

Counsel: \$450 to \$745

Associates \$395 to \$525

Legal Assistants \$185 to \$265

16. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

i.	Robert J. Feinstein	\$955.00 per hour
ii.	Dean A. Ziehl	\$955.00 per hour
iii.	Alan J. Kornfeld	\$860.00 per hour
iv.	Debra Grassgreen	\$855.00 per hour
v.	John A. Morris	\$815.00 per hour
vi.	Maria A. Bove	\$645.00 per hour

17. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services.

18. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these

expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

19. PSZJ intends to work closely with the Committee's lead counsel, Kramer Levin and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
December 19, 2012

/s/ Robert J. Feinstein  
Robert J. Feinstein

**EXHIBIT 1**

Retention Checklist

**RESIDENTIAL CAPITAL, LLC ET AL.**  
**Case No. 12-12020 (MG)**

**MASTER CONFLICT LIST**

**Debtors and Subsidiaries**

ditech, LLC  
DOA Holding Properties, LLC  
DOA Properties IX (Lots-Other), LLC  
EPRE LLC  
Equity Investment I, LLC  
ETS of Virginia, Inc.  
ETS of Washington, Inc.  
Executive Trustee Services LLC  
GMAC – RFC Holding Company, LLC  
GMAC Model Home Finance I, LLC  
GMAC Mortgage USA Corporation  
GMAC Mortgage, LLC  
GMAC Residential Holding Company, LLC  
GMAC RH Settlement Service, LLC  
GMACM Borrower LLC  
GMACM REO LLC  
GMACR Mortgage Products, LLC  
HFN REO SUB II, LLC  
Home Connects Lending Services, LLC  
Homecomings Financial Real Estate Holdings, LLC  
Homecomings Financial, LLC  
Ladue Associates, Inc.  
Passive Asset Transactions, LLC  
PATI A, LLC  
PATI B, LLC  
PATI Real Estate Holdings, LLC  
RAHI A, LLC  
RAHI B, LLC  
RAHI Real Estate Holdings, LLC  
RCSFJV2004, LLC  
Residential Accredit Loans, Inc.  
Residential Asset Mortgage Products, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC  
Residential Funding Company, LLC  
Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
Residential Funding Real Estate Holdings, LLC  
Residential Mortgage Real Estate Holdings, LLC  
RFC – GSAP Servicer Advance, LLC  
RFC Asset Holdings II, LLC  
RFC Asset Management, LLC  
RFC Borrower LLC  
RFC Construction Funding, LLC  
RFC REO LLC  
RFC SFJV-2002, LLC

**Foreign Subsidiaries**

Canada Mortgage Acceptance Corporation  
Foreign Obligation Exchange, Inc. 2003-H12  
Foreign Obligation Exchange, Inc. 2003-H14  
Foreign Obligation Exchange, Inc. 2004-H11  
Foreign Obligation Export, Inc.  
GMAC Financiera S.A. de C.V. Sociedad  
Financiera de Objeto Multiple  
GMAC Residential Funding of Canada Limited  
GMAC-RFC (No. 2) Limited  
GMAC-RFC Auritec, S.A.  
GMAC-RFC Direct Limited  
GMAC-RFC Espana Hipotecas SL  
GMAC-RFC Europe Limited  
GMAC-RFC Holdings Limited  
GMAC-RFC Property Finance Limited  
High Street Home Loans Limited  
MCA Finance Limited  
National Guarantee plc  
Private Label Group Limited  
Private Label Mortgage Services Limited

**Officers and Directors**

Abreu, Steven M.  
Aretakis, James  
Dondzila, Catherine M.  
Fleming, Patrick  
Hamzehpour, Tammy  
Harney, Anthony J.  
Hills, Garry  
Horner, Jill M.  
III, Edward F. Smith,  
Ilany, Jonathan  
Mack, John E.  
Marano, Thomas  
Meyer, Darsi  
Nees, Louis A.  
Pensabene, Joseph A.  
Riddle, Mindy  
Strauss, Thomas M.  
Tyson, William N.  
West, Pamela E.  
Whitlinger, James  
Wilkinson, Winston Carlos

**Parties to Funding Agreements**

Ally Financial Inc (f/k/a GMAC Inc.)  
Barclays Bank PLC  
Citibank, N.A.  
Wells Fargo Bank, N.A.  
BMMZ Holdings LLC  
US Bank National Association  
Deutsche Bank Trust Company Americas



**Bondholders**

AllianceBernstein Advisors  
American Enterprise Investment Services Inc.  
Appaloosa Management L.P.  
Bank of New York Mellon, (The)/Barclays Capital -  
London  
Bank of Nova Scotia/CDS  
BARC/FIXED  
Barclays Capital Inc. /LE  
Berkshire Hathaway Inc.  
BlackRock Global Investors  
Charles Schwab & Co., Inc.  
CITIBK/GRP  
Citigroup Global Markets Inc.  
Citigroup Global Markets Inc. /Salomon Brothers  
Credit Suisse Securities (USA) LLC  
David Lerner Associates, Inc.  
Deutsche Bank Securities, Inc.  
E\*Trade Clearing LLC  
Edward D. Jones & Co.  
First Clearing, LLC  
First Southwest Company  
Goldman Sachs International  
Goldman, Sachs & Co.  
Interactive Brokers Retail Equity Clearing  
J.P. Morgan Clearing Corp.  
J.P. Morgan Securities LLC  
Janney Montgomery Scott Inc.  
Loomis Sayles & Company  
LPL Financial Corporation  
Merrill Lynch Safekeeping  
Morgan Stanley & Co. LLC  
Morgan Stanley Smith Barney LLC  
National Financial Services LLC  
Oppenheimer & Co. Inc.  
OptionXpress, Inc.  
P. Schoenfeld Asset Management  
Paulson & Co. Inc.  
Penson Financial Services, Inc./Ridge.  
Pershing LLC  
Pentwater Capital Management  
Putnam Investment Management  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
Scottrade, Inc.  
Security Investors LLC  
Silver Point Capital, L.P.  
Stifel, Nicolaus & Company Incorporated  
Taconic Capital Advisors, L.P.  
TD Ameritrade Clearing, Inc.  
Timber Hill LLC  
UBS Financial Services LLC  
UBS Securities LLC  
Vanguard Marketing Corporation  
Western Asset Management Company

**Landlords and Tenants**

2155 Northpark Lane LLC  
2255 Partners, L.P. c/o M. David Paul Development

LLC  
Avenel Realty Company d / b / a Avenel at  
Montgomery Square  
Brandywine Cityplace LP  
BREOF Convergence LP c/o Brookfield Real Estate  
Opportunity Fund  
Business Suites (Texas) LTD  
Center Township of Marion County  
Del Amo Financial Center, LP  
DRA CLP Esplanade LP c/o Colonial Properties  
Services Ltd Partnership  
Euclid Plaza Associates, LLC  
GBM Properties, LLC  
Homeowners Alliance  
Liberty Property Limited Partnership  
National Default Servicing, LLC  
New Towne Center Inc.  
PBC San Jose, LLC  
PBC Walnut Creek, LLC  
Realty World - Graham/Grubbs and Associates  
Regus Management Group LLC  
Teachers Insurance and Annuity Association of  
America c/o Northmarq RES  
The Irvine Company LLC  
The Office Annex, Inc.  
Veridian Credit Union f/k/a John Deere Community  
Credit Union  
W.E.G., Jr., Inc. d / b / a Highland-March Beverly  
Suites

**Parties to Litigation**

Acacia Life Insurance Company  
Allstate Bank (f/k/a Allstate Federal Savings Bank)  
Allstate Insurance Company  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York,  
Allstate Retirement Plan  
Allstate New Jersey Insurance Company  
American Heritage Life Insurance Company  
Ameritas Life Insurance Corp.  
Assured Guaranty Municipal Corp.  
Boilermaker Blacksmith National Pension Trust  
Brown County, Ohio  
Cambridge Place Investment Management Inc.  
Church-Dellinger, Victoria Jean  
Columbus Life Insurance Company  
Deutsche Zentral-genossenschaftsbank, New York  
Branch, d/b/a DZ Bank AG, New York Branch  
DG Holding Trust  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Home Loan Mortgage Corporation  
Federal Housing Finance Agency  
Financial Guaranty Insurance Company  
First Colonial Insurance Company  
Fort Washington Active Fixed Income LLC  
Fort Washington Investment Advisors, Inc.  
HSH Nordbank AG

HSH Nordbank AG, Luxembourg Branch  
HSH Nordbank AG, New York Branch  
HSH Nordbank Securities S.A.  
Huntington Bancshares Inc.  
IKB Deutsche Industriebank AG  
IKB International S.A. (in Liquidation)  
Integrity Life Insurance Company  
Kennett Capital, Inc.  
Kral, Kenneth L.  
Laster, Martea  
Massachusetts Mutual Life Insurance Company  
MBIA Insurance Corporation  
Mitchell, Ruth  
Mitchell, Steven  
National Credit Union Administration Board  
National Integrity Life Insurance Company  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Rio Debt Holdings (Ireland) Limited  
Sall, Mohammed A.  
Sealink Funding Ltd.  
State of Ohio  
Stichting Pensioenfond ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
The Western and Southern Life Insurance Company  
Thrivent Balanced Fund  
Thrivent Balanced Portfolio  
Thrivent Bond Index Portfolio  
Thrivent Core Bond Fund  
Thrivent Financial Defined Benefits Plan Trust  
Thrivent Financial for Lutherans  
Thrivent Income Fund  
Thrivent Limited Maturity Bond Fund  
Thrivent Limited Maturity Bond Portfolio  
U.S. Central Federal Credit Union  
West Virginia Investment Management Board  
Western Corporate Federal Credit Union  
Western-Southern Life Assurance Company

**U.S. Trustee's Office (Region 2 Trial Attorneys)**

Davis, Tracy Hope  
Driscoll, Michael  
Gasparini, Elisabetta  
Golden, Susan  
Khodorovsky, Nazar  
Masumoto, Brian S.  
Morrissey, Richard C.  
Nakano, Serene  
Riffkin, Linda A.  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Velez-Rivera, Andy  
Zipes, Greg M.

**Bankruptcy Judges (New York)**

Bernstein, Stuart M.  
Chapman, Shelley C.  
Drain, Robert

Gerber, Robert E.  
Glenn, Martin  
Gropper, Allan L.  
Lane, Sean H.  
Lifland, Burton R.  
Morris, Cecelia G.  
Peck, James M.

**District Court Judges (New York)**

Baer, Harold  
Batts, Deborah A.  
Berman, Richard M.  
Briccetti, Vincent L.  
Buchwald, Naomi Reice  
Carter, Andrew L.  
Castel, P. Kevin  
Cedarbaum, Miriam Goldman  
Cote, Denise L.  
Crotty, Paul A.  
Daniels, George B.  
Duffy, Kevin T.  
Engelmayer, Paul A.  
Forrest, Katherine B.  
Gardephe, Paul G.  
Griesa, Thomas P.  
Haight, Charles S.  
Hellerstein, Alvin K.  
Jones, Barbara S.  
Kaplan, Lewis A.  
Karas, Kenneth M.  
Koeltl, John G.  
Marrero, Victor  
McKenna, Lawrence M.  
McMahon, Colleen  
Nathan, Alison J.  
Oetken, J. Paul  
Owen, Richard  
Patterson, Robert P.  
Pauley, William H.  
Preska, Loretta A.  
Rakoff, Jed S.  
Ramos, Edgardo  
Sand, Leonard B.  
Scheindlin, Shira A.  
Seibel, Cathy  
Stanton, Louis L.  
Stein, Sidney H.  
Sullivan, Richard J.  
Swain, Laura Taylor  
Sweet, Robert W.  
Wood, Kimba M.

**Depositing Banks**

Ally Bank  
Bank of America, N.A.  
Bank of New York Mellon  
Citibank, N.A.  
Deutsche Bank Trust Company Americas  
JPMorgan Chase Bank, N.A.

M&T Bank  
State Street Bank and Trust Company  
U.S. Bank National Association  
Wachovia Bank, National Association

**Consultants & Professionals**

AlixPartners  
Barclays Bank PLC  
Centerview Partners LLC  
Chadbourn & Parke LLP  
Deloitte & Touche  
Evercore  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
Gonzalez, Arthur J.  
Kirkland & Ellis LLP  
Kramer Levin Naftalis & Frankel LLP  
Kurtzman Carson Consultants LLC  
Mayer Brown LLP  
Mercer  
Moelis  
Nationstar Mortgage, LLC  
PricewaterhouseCoopers  
Rubenstein Associates, Inc.  
Sidley Austin LLP  
Skadden, Arps, Slate, Meagher & Flom LLP

**HELOC Investors**

5th 3rd bank  
Aurora Loan Services LLC  
Bank One, Texas N.A.  
Deutsche Bank National Trust Co.  
Everbank  
JP Morgan Chase  
Macquarie Mortgages USA Inc  
Suntrust  
The Bank of New York Mellon  
Treasury Bank, N.A.  
Us Bank, N.A.  
Wachovia Bank Na  
Wells Fargo Bank, N.A.

**Servicing Counterparties**

**Government Entities and GSEs**  
Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Housing Administration (FHA)  
Federal National Mortgage Association (Fannie Mae)  
Government National Mortgage Association (Ginnie Mae)

**Housing and Local Agencies**

California Housing Finance Agency  
CitiMortgage, Inc., as administrator for Texas Veterans Land Board  
Connecticut Housing Finance Authority  
Delaware Housing Authority

Hawaii Housing (Hula Mae)  
Housing Opportunities Commission of Montgomery County, Maryland  
Mississippi Home Corporation  
Neighborhood Housing Services of America and Philadelphia N.H.S.  
Oregon Housing and Community Services Department  
Redevelopment Authority of the County of Berks Rural Housing  
The Housing and Redevelopment Authority in and for the City of Minneapolis  
The Industrial Commission of North Dakota

**Mortgage and Monoline Insurers**

The ACE Group  
Ambac  
Assured Guaranty Corp.  
Cuna Mutual Group Mortgage Insurance Company  
FGIC  
Financial Security Assurance Inc  
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)  
General Electric Mortgage Insurance Corporation  
Genworth Mortgage Insurance Corporation  
MBIA  
Mortgage Guaranty Insurance Corp.  
PMI Mortgage Insurance Co.  
Radian Asset Assurance Inc.  
Radian Guaranty Inc.  
Republic Mortgage Insurance Company  
Triad Guaranty Insurance Corporation  
United Guaranty Residential Insurance Company

**Trustees**

Bank One, National Association  
BNY Midwest Trust Company  
Chase Bank of Texas, N.A.  
Citibank, N.A.  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
HSBC Bank USA, National Association  
JPMorgan Chase Bank, N.A.  
LaSalle Bank National Association  
Security Pacific National Company  
The Bank of New York Mellon  
U.S. Bank National Association  
US National Association  
Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Bank, National Association  
Wilmington Trust Company

**Other Counterparties to Servicing Agreements**

50 BY 50, LLC  
ABN AMRO Mortgage Group, Inc.  
Access National Mortgage Corporation  
Ace Home Equity Loan Trust, Series 2007-SL3  
ACE Securities Corp.  
ACT Mortgage Capital

Advantage Bank  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
Alliance Bancorp  
Alliance Securities Corp.  
Ally Bank  
Ally Financial Inc.  
Ally Investment Management LLC  
Alternative Finance Corporation  
Amalgamated Bank of New York  
American Equity Mortgage, Inc.  
American Home Mortgage  
American Home Mortgage Acceptance, Inc.  
American Home Mortgage Investment Trust 2005-2  
American Home Mortgage Investment Trust 2005-4A  
American Home Mortgage Investment Trust 2006-2  
American Home Mortgage Investment Trust 2007-A  
American Home Mortgage Servicing, Inc.  
American Home Mortgage Trust 2004-4  
American Home Mortgage Trust 2005-1  
American Home Mortgage Trust 2005-2  
American Home Mortgage Trust 2005-4A  
American Residential Equities XXVII, LLC  
American Residential Equities, LLC  
Ameriquet Mortgage Company  
Andover Bank  
Arbor Commercial Mortgage, LLC  
Asset Management Holding of South Florida, LLC  
Assured Guaranty Municipal Corp  
Atlantic Financial Federal  
Audobon Savings Bank  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banc of America Funding 2005-3 Trust  
Banc of America Funding 2005-8 Trust  
Banc of America Funding 2006-1 Trust  
Banc of America Funding 2006-4 Trust  
Banc of America Funding Corporation  
Banc of America Mortgage Capital Corporation  
Bancap  
Banco Mortgage Company  
Banco Popular North America  
Bank of America, National Association  
Bank of Hawaii  
Bank One, Texas, N.A.  
Bank Rhode Island  
Bank United, FSB  
Bankatlantic, A Federal Savings Bank  
Bankers Saving  
Bankers Trust Company  
Banknorth Mortgage  
Bay Atlantic Federal Credit Union  
Bay Financial Savings Bank, FSB  
Bayrock Mortgage Corporation  
Bayview Acquisitions, LLC  
Bayview Financial Asset Trust  
Bayview Financial Property Trust

Bayview Financial Securities Company, LLC  
Bayview Financial Trading Group, L.P.  
Bayview Financial, L.P.  
Bear Stearns Asset Backed Securities I, LLC  
Bear Stearns Mortgage Capital Corporation  
Bear Stearns Second Lien Trust 2007-1  
Bear Stearns Second Lien Trust 2007-SV1  
Bell Federal Savings and Loan Association  
BellaVista Funding Corporation  
Belvedere Trust Finance Corporation  
Bluebonnet Savings Bank FSB  
BMMZ Holdings LLC  
Broadway Federal Bank, FSB  
Brothers Bank, FSB  
Butte Savings and Loan Association  
Caliber Funding, LLC  
California Banking Association  
California Federal Bank, FSB  
California Public Employees' Retirement System  
Cambridge Place Collateral Management LLC  
Canada Mortgage Acceptance Corporation  
Capital Crossing Bank  
Capitol Federal Savings and Loan Association  
Capstead Mortgage Corporation  
CDC Mortgage Capital Inc. (Natixis)  
Cenfed Bank, a Federal Savings Bank  
Cenlar FSB  
CenterState Bank of Florida, N.A.  
Central Bank of Jefferson County, Inc.  
Century Bank, FSB  
CFX Bank  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Chase Manhattan Mortgage Corporation  
Chemical Mortgage Company  
Citi Financial Mortgage Co., Inc  
Citibank (West), FSB  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.  
CitiMortgage, Inc.  
Citizens Bank of Connecticut  
Citizens Bank of Massachusetts  
Citizens Bank of New Hampshire  
Citizens Bank of Pennsylvania  
Citizens Bank, N.A.  
Citizens Federal Bank, FSB  
Clayton Fixed Income Services Inc.  
Clayton National, Inc.  
CMC Investment Partnership  
Coastal Banc Capital Corporation  
Coastal Banc SSB  
Coastal States Mortgage Corporation  
Collective Federal Savings Bank  
Colonial Mortgage Service Company  
Comerica Bank  
Community Lending, Incorporated  
Communityone Bank, N.A.  
ComUnity Lending, Incorporated  
Copperfield

Core, Cap Inc.  
Corona Asset Management III, LLC  
Countrywide Bank, N.A.  
Countrywide Home Loans Servicing, LP  
Countrywide Home Loans, Inc.  
Credit Suisse First Boston Mortgage Securities Corp.  
CSX  
CTCE Federal Credit Union  
CTX Mortgage Company, LLC  
DB Structured Products, Inc.  
Deutsche Alt-A Securities, Inc.  
Deutsche Bank AG New York Branch  
Deutsche Mortgage Securities, Inc.  
DLJ Mortgage Acceptance Corp.  
DLJ Mortgage Capital, Inc.  
Dollar Bank, FSB  
Drawbridge Consumer Funding Ltd  
Dynex Securities Corporation  
E\*Trade Bank  
E\*Trade Mortgage  
E\*Trade Wholesale Lending Corp.  
EAB Mortgage Company, Inc.  
EMC Mortgage Corporation  
Empire Mortgage X, Inc.  
Encore Bank and National Association  
Encore Savings Bank  
Erie Savings Bank  
Eurekabank  
EverBank  
Fairbanks Capital Corp.  
Fairfax Savings Bank  
Family Bank, FSB  
Family Lending Services, Inc.  
FBS Mortgage Corporation  
Federal Home Loan Bank of Atlanta  
Federal Trust Bank, FSB  
Fidelity Federal Bank  
Fidelity Savings and Loan  
Fifth Third Bank  
Financial Asset Securities Corp.  
First Bank Incorporated  
First Bank, Inc.  
First Cap Holdings, Inc.  
First Citizens Bank and Trust Company  
First Citizens Mortgage Company  
First Community Bank N.A.  
First Federal of Michigan  
First Federal Savings and Loan Association of Storm Lake  
First Guaranty Mortgage Corporation  
First Horizon Home Loan Corporation  
First Indiana Bank  
First Internet Bank of Indiana  
First Massachusetts Bank, N.A.  
First National Bank and Trust Company  
First National Bank of Arizona  
First National Bank of El Dorado  
First Nationwide Mortgage Corporation

First NLC  
First Rate Capital Corporation  
First Savings Mortgage Corporation  
First Tennessee Bank National Association  
First Tennessee Capital Assets Corporation  
First Trust Savings Bank  
First Union National Bank  
First-Citizens Bank & Trust Company  
Firsttrust Bank  
Fleet National Bank  
Flex Point Funding Corporation  
Flick Mortgage Investors, Inc.  
FNBA  
Fortress Credit Corp.  
FPA Corporation  
Franklin Bank, SSB  
Franklin Credit  
Franklin Credit Management Corporation  
Gateway Credit Union  
Gateway Funding Diversified Mortgage Services, LP  
GE Capital Consumer Card Co.  
GE Mortgage Services, LLC  
Geneva Mortgage Corporation  
Germantown Savings Bank  
Gibraltar Savings Association  
Ginn Financial Services, LLC  
Goldman Sachs Mortgage Company  
Gonzalo Residential Asset Trust  
Great American First Savings Bank  
Great American Savings Bank  
Green Planet Servicing, LLC  
Green Tree Servicing LLC  
GreenPoint Mortgage Funding Trust 2005-HE4  
GreenPoint Mortgage Funding Trust 2006-HE1  
GreenPoint Mortgage Funding, Inc.  
Greenwich Capital Acceptance, Inc.  
Greenwich Capital Financial Products, Inc.  
Greenwich Universal Portfolio  
GS Mortgage Securities Corp.  
GSAA Home Equity Trust 2005-9  
GSMPS Mortgage Loan Trust 2005-LT1  
GSR Mortgage Loan Trust 2006-AR2  
GSR Trust 2007-HEL1  
Guardian Savings Bank  
Hanover Capital Mortgage Holdings, Inc.  
HarborView Mortgage Loan trust 2004-10  
Healthcare Employees Federal Credit Union  
Home Equity Loan Trust 2005-HS2  
Home Equity Loan Trust 2006-HSA2  
Home Equity Loan Trust 2006-HSA3  
Home Equity Loan Trust 2006-HSA5  
Home Equity Loan Trust 2007-HSA1  
Home Equity Loan Trust 2007-HSA3  
Home Federal Savings & Loan Association of Rome, Ga.  
Home Loan Corporation  
Home Loan Series 09-2028  
HomeBanc Mortgage

HomEq Servicing Corporation  
Horsham Funding Inc.  
HSI Asset Securitization Corporation  
Hudson & Keyse, LLC  
Hudson City Savings Bank  
Huntington Federal Savings & Loan Association  
Hyperion Capital Group LLC  
IMPAC CMB Trust Series 2005-6  
IMPAC Funding Companies  
IMPAC Funding Corporation  
IMPAC Mortgage Holdings, Inc.  
IMPAC Secured Assets Corp.  
Imperial Credit Industries, Inc.  
Independent Bank East Michigan  
IndyMac Bank, FSB (now OneWest Bank, FSB)  
IndyMac MBS, Inc.  
IndyMac Mortgage Holdings, Inc.  
ING Bank, FSB  
Investment Capital Group  
Irwin Union Bank and Trust Company  
Ixis Real Estate Capital Inc  
Jackson Federal Bank  
Just Mortgage, Inc.  
Kaiser Federal Bank  
Keystone Nazareth Bank & Trust Company  
Kidder Peabody Mortgage Capital Corporation  
Lacera  
Lebank  
Lehman Brothers Bank, FSB  
Lehman Brothers Holdings Inc.  
Lehman Capital, a division of Lehman Brothers  
Holdings Inc.  
Liberty Home Lending, Inc.  
Liberty Savings Bank, FSB  
Linden Assemblers Federal Credit Union  
Litton Loan Servicing, LP  
LNV Corporation  
Loan Center of California  
Loan Link Financial Services  
Local #38 and Associates Credit Union  
Lomas Mortgage USA, Inc.  
Los Angeles County Employees Retirement  
Association  
Los Angeles Federal Savings  
LPP Mortgage Ltd.  
Luminent Mortgage Capital, Inc.  
Lydian Private Bank  
Macquarie Mortgage Funding Trust 2007-1  
Macquarie Mortgages USA, Inc.  
MAIA Mortgage Finance Statutory Trust  
Marine Bank  
Market Street Mortgage Corporation  
Massachusetts Mutual Life Insurance Co.  
Matrix Capital Bank  
MB Financial Bank N.A.  
Medway Savings Bank  
Mellon Bank  
Mellon/McMahon Real Estate Advisors Inc.  
Merck Sharp & Dohme Federal Credit Union

Mercury Mortgage Finance Statutory Trust  
Meridian Mortgage Corporation  
Merrill Lynch Bank & Co.  
Merrill Lynch Hunton Paige  
Merrill Lynch Mortgage Capital Inc.  
Merrill Lynch Mortgage Holdings, Inc.  
Merrill Lynch Mortgage Investors, Inc.  
Merrill Lynch Mortgage Lending, Inc.  
Metlife Bank, N.A.  
Metrocities Mortgage Corp., LLC  
Metropolitan Life Insurance Company  
Mid America Bank, FSB  
MidFirst Bank  
Midland Financial Savings and Loan Association  
Mint I, LLC  
Mint II, LLC  
Money Bank Investment Corporation  
Monterey I Holdings  
Morgan Stanley Capital I Inc.  
Morgan Stanley Mortgage Capital Inc.  
Morgan Stanley Mortgage Loan Trust 2005-3AR  
Mortgage Asset Securitization Transactions, Inc.  
Mortgage Asset Securitization Trust  
Mortgage Interest Networking Trust II  
Mortgage Investors Corporation  
MortgageIT Holdings Inc.  
MortgageIT Securities Corp.  
MortgageIT Trust 2005-4  
MortgageIT, Inc  
MRF 3 LLC  
Mrit Securities Corporation  
Mutual Savings & Loan Association of Charlotte,  
N.C.  
Mutual Savings Bank  
National Bank of Commerce  
NETBANK  
Network Funding L.P.  
Neuwest Equity Partners  
New Century Mortgage Securities, Inc.  
New Cumberland Federal Credit Union  
New Penn Financial, LLC  
New York Life Insurance and Annuity Corporation  
New York Life Insurance Company  
Nomura Asset Acceptance Corporation  
Nomura Credit & Capital, Inc.  
Nomura Home Equity Loan, Inc.  
North Jersey Federal Credit Union, Inc.  
Northwest Funding, Inc.  
Northwestern National Bank of Minneapolis  
Norwest Bank Minnesota, National Association  
Norwest Mortgage, Inc.  
Ocwen Federal Bank FSB  
Ocwen Loan Servicing, LLC  
Ohio Savings Bank  
Opteum Financial Services, LLC  
Option One Mortgage Corporation  
Paine Webber Real Estate Securities Inc.  
Parkside Lending, LLC  
Parkvale Savings Bank

Paul Financial, LLC  
People Savings Bank, Inc., SSB  
Peoples Heritage Savings Bank  
PHH Mortgage  
Philadelphia Federal Credit Union  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.  
PMC Bancorp  
PNC Bank, N.A.  
PNC Mortgage Securities Corp.  
Pomona First Federal Bank and Trust  
Principal Asset Markets, Inc.  
Principal Bank  
Principal Mutual Life Insurance Company  
Private Capital Group  
Quaker City Bank  
Quicken Loans Inc.  
RBS Citizens, National Association  
Real Time Resolutions, Inc.  
Real Time Solutions  
Realty Mortgage Corporation  
Redlands Federal Bank, FSB  
Redwood Trust, Inc.  
Reliance Federal Credit Union  
Residential Mortgage Assistance Enterprise, LLC  
Resolution Capital Advisors, LLC  
Ridgewood Savings Bank  
Riggs Bank N.A.  
Rochester Community Savings Bank  
Roosevelt Management Company, LLC  
RWT Holdings, Inc.  
Ryland Acceptance Corporation Four  
SACO I Trust 2005-GP1  
SACO I Trust 2006-8  
Salomon Brothers Realty Corp.  
Saxon Mortgage Funding Corporation  
Sea Breeze Financial Services, Inc.  
Sebring Capital  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Select Portfolio Servicing Inc.  
Sequoia Funding Trust  
Sequoia Residential Funding, Inc.  
Shearson Lehman Government Securities, Inc.  
Shellpoint Mortgage LLC  
Sierra Pacific Mortgage, Inc.  
Silver State Financial Services, Inc.  
Silvergate Bank  
Skyline Financial Corp.  
SMFC Funding Corporation  
SN Servicing Corporation  
SNBOA, LLC  
Southbank  
Southern Pacific Thrift and Loan Association  
SouthStar Funding, LLC  
Southwest Savings and Loan Association  
Sovereign Bank, FSB

Specialized Loan Servicing LLC  
St. Paul Federal Bank for Savings  
Stanwich Mortgage Acquisition Company, LLC  
Sterling Savings Bank  
Steward Financial, Inc.  
Stonebridge Bank  
Structured Asset Mortgage Investments II Inc.  
Structured Asset Mortgage Investments, Inc.  
Structured Asset Securities Corporation  
Structured Mortgage Investments II Inc.  
Summit Savings & Loan Association  
Suntrust Asset Funding, LLC  
Superior Bank  
Susquehanna Bank  
Syncora Guarantee Inc.  
Taylor, Bean Whitaker  
TCF National Bank  
TCIF, LLC  
TeleBank  
Terwin Advisors LLC  
Terwin Mortgage Trust 2006-6  
Terwin Securitization LLC  
The Canada Trust Company  
The Chase Manhattan Bank  
The First Boston Corporation  
The First National Bank of Glens Falls  
The Frost National Bank  
The Mortgage Store Financial, Inc.  
The New York Mortgage Company, LLC  
The Travelers Indemnity Company  
The Winter Group  
Treasury Bank, N.A.  
Tri Counties Bank  
Tri Country Area Federal Credit Union  
Truman Capital Securitization LLC  
UBS Real Estate Securities Inc.  
UBS Warburg Real Estate Securities Inc.  
UBS Warburg, LLC  
United Capital Mortgage, LLC  
United Federal Savings Bank  
United Financial Mortgage Corporation  
United Savings Association of Texas, FSB  
Unity Bank  
Universal Master Servicing, LLC  
US Bank Home Mortgage  
USAA Federal Savings Bank  
Valley Independent Bank  
Vermont Mortgage Group, Inc.  
Wachovia Bank, National Association  
Wachovia Mortgage Corporation  
Walter Mortgage Company  
Washington Mutual Bank  
Washington Mutual Mortgage Securities Corp.  
Webster Bank  
Western Financial Savings Bank, FSB  
WestStar Mortgage, Inc.  
Wilshire Credit Corporation  
Winter Group  
Witmer Funding LLC

WMCC Clayton / Washington Mutual Bank  
WMD Capital Markets, LLC

**Utilities**

Abovenet Communications Inc.  
AT&T  
AT&T Mobility  
Center Point Energy  
CenturyLink  
Cisco Systems Capital Corporation  
City of Eden Prairie  
Comcast  
Dish Network  
Genesys Conferencing  
Global Capacity Group Inc.  
IEX Corporation  
Inova Solutions  
Intercall  
Intervoice Inc.  
Level 3 Communications LLC  
MediaCom  
Micro-Tel Center  
MidAmerican Energy  
Sprint  
Time Warner Cable  
Time Warner Telecom  
Verizon  
Verizon Business  
Verizon California  
Verizon Wireless  
Waste Management  
Waterloo Water Works  
Xcel Energy

**Consolidated Top 50 Creditors**

Aegis Usa Inc.  
Alan Gardner  
Allstate Insurance  
Ambac Assurance Corp  
Assured Guaranty Corp.  
BNYMellon  
Boilermaker Blacksmith National Pension Trust  
Brian Kessler, et al  
Cambridge Place Investment Management Inc.  
Credstar  
Deutsche Bank AG, New York  
Deutsche Bank Trust Company Americas  
Don E. Diane M. Patterson  
Donna Moore  
Emortgage Logic  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Housing Finance Agency  
Financial Guaranty Insurance Co.  
Huntington Bancshares Inc.  
Indecomm Global Services  
Iowa Public Employees Retirement System  
Lehman Brothers Holdings, Inc.

Loan Value Group  
Massachusetts Mutual Life Insurance Company  
MBIA, Inc.  
Midwest Operating Engineers Pension Trust Fund  
National Credit Union Administration Board  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Orange County Employees Retirement System  
Police and Fire Retirement System of the City of Detroit  
Sealink Funding Limited  
Steven And Ruth Mitchell  
Stichting Pensioenfond ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
Thrivent Financial for Lutherans  
Tiffany Smith  
US Bank  
Wells Fargo & Company  
Wells Fargo Bank N.A  
West Virginia Investment Management Board  
Western & Southern

**Members of the Creditors' Committee**

Allstate Life Insurance Company  
AIG Asset Management (U.S.), LLC  
The Bank of New York Mellon Trust Company, N.A.  
Deutsche Bank Trust Company Americas  
Drennen, Rowena L.  
Financial Guaranty Insurance Company  
MBIA Insurance Corporation  
U.S. Bank National Association  
Wilmington Trust, N.A.

**Rule 2004 Motion Parties**

AlixPartners  
Cerberus Capital Management, L.P.  
Cerberus FIM Investors LLC  
Cerberus FIM, LLC  
FIM Holdings LLC  
General Motors Company  
Gibbs & Bruns, LLP  
GMAC Bank  
GMAC Commercial Finance, LLC  
GMAC LLC  
GMAC Mortgage Group, LLC  
Houlihan Lokey  
IB Finance Holding Company, LLC  
Kelly Drye & Warren LLP  
Kramer Levin et al  
Moelis & Company  
Morrison & Foerster LLP  
Morrison Cohen LLP  
National Motors Bank FSB  
Ropes & Gray LLP  
White & Case



## **EXHIBIT B**

**(Proposed Order)**

PACHULSKI STANG ZIEHL & JONES LLP  
Robert J. Feinstein (RF-2836)  
780 Third Avenue, 36th Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Proposed Co-Counsel for the  
Official Committee of Unsecured Creditors  
of Residential Capital, LLC, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,  
  
Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**ORDER APPROVING RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS  
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO SEPTEMBER 19, 2012**

Upon consideration of the Amended Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to September 19, 2012 (the “Application”)<sup>1</sup> filed by the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “Committee”), and upon the Declaration of Robert J. Feinstein in Support of Amended Application for Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors (the “Feinstein Declaration”); and the Court being satisfied based on the

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings set forth in the Application.

representations made in the Application and in the Feinstein Declaration that said attorneys represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of the Debtors' estates, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is GRANTED as provided herein; and it is further

ORDERED that in accordance with sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and Local Bankruptcy Rule 2014-1, the Committee is authorized to employ and retain Pachulski Stang Ziehl & Jones LLP ("PSZJ") as co-counsel *nunc pro tunc* to September 19, 2012, to perform necessary legal services for the Committee; and it is further

ORDERED that pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain PSZJ to: (a) perform services on bankruptcy-related matters which involve negotiations, contested hearings, adversary proceedings, or other matters in which the Committee is prosecuting a position that Committee Counsel determines would cause a connection with a client of Kramer Levin to mature into and become a conflict of interest; and (b) represent the Committee on matters that can be efficiently handled by the PSZJ and the transfer of which is in the Committee's best interests, as determined by Kramer Levin in consultation with the Committee, which shall consist of matters that pertain to only the following items:

- i. Such investigation, if any, as the Committee may desire concerning, among other things, the assets, liabilities, financial condition and operating issues concerning the Debtors that may be relevant to these Chapter 11 Cases;
- ii. The prosecution of any claims brought by the Committee on behalf of the Debtors, including, without limitation, those claims described in the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing It to Prosecute and Settle Certain Claims on Behalf of the Debtors' Estate [Docket No. 1546] to the extent such motion is allowed by the Court;
- iii. Review and analysis of certain aspects of the contemplated sale of the Debtors' mortgage origination and servicing platform and portfolio of non-conforming held-for-sale loans and certain other securities/mortgage assets.
- iv. Such communication with the Committee's constituents and others as the Committee may consider desirable in furtherance of its responsibilities; and
- v. The preparation on behalf of the Committee of necessary applications, motions, memoranda, orders, reports and other legal papers in furtherance of its responsibilities;
- vi. Appearances in Court, participation in litigation as a party in interest, and at statutory meetings of creditors to represent the interests of the Committee in furtherance of its responsibilities; and
- vii. Any other matters assigned to PSZJ by Kramer Levin in consultation with the Committee.

ORDERED that when Kramer Levin determines that the Committee is prosecuting a position that Kramer Levin determines would likely cause an actual or potential conflict of interest, in addition to any duty imposed under applicable statutes and rules concerning conflicts, Kramer Levin shall notify PSZJ of its determination; and it is further

ORDERED that Kramer Levin shall file timely disclosures identifying any matters transferred to PSZJ pursuant to subparagraphs (a) and (b)(vii) of the third ordered

paragraph of this Order. The timeliness of such disclosures will be governed by the facts and circumstances of the situation, including whether Kramer Levin believes that earlier disclosure would reveal privileged information or compromise the Committee's abilities to perform its statutory responsibilities under section 1103 of the Bankruptcy Code; and it is further

ORDERED that PSZJ shall be compensated pursuant to the terms described in the Application and the Feinstein Declaration, in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996, and any other applicable procedures and orders of this Court; and it is further

ORDERED that prior to any increases in rates as set forth in footnote 1 of the Application, PSZJ shall file a supplemental declaration with the Court and give ten (10) business days' notice to the Debtors, the United States Trustee and the Committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the Committee has received notice of and approved the proposed rate increase; and it is further

ORDERED that PSZJ shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in the Chapter 11 Cases; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2012

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HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE